

41

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a companyPursuant to section 15 (2) of the Companies Act 1948 as
amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly,
preferably in
black type or
bold black
lettering.
*Delete if
inappropriate.

For official use

14969901



Name of Company

BRIGHAM YOUNG UNIVERSITY TRUST

Limited*

I, MARK REID SHARMAN

of SALISBURY HOUSE, LONDON WALL, LONDON EC2M 5QY

do solemnly and sincerely declare that I am a Solicitor of the Supreme
Court engaged in the formation
of Brigham Young University Trust

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of
matters precedent to the registration of the said company and incidental thereto
have been complied with. And I make this solemn Declaration conscientiously
believing the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835Declared at Salisbury House, London Wall
Londonthe 18th day of AprilOne thousand nine hundred and eightybefore me [Signature]A Commissioner for Oaths†
Solicitor†For Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths.Presentor's name, address
and reference (if any):DEVONSHIRE & CO.,
SALISBURY HOUSE,
LONDON WALL,
LONDON EC2M 5QY.

MRS/BYU

For official use
General section

Post room

The Companies Acts 1948 to 1976

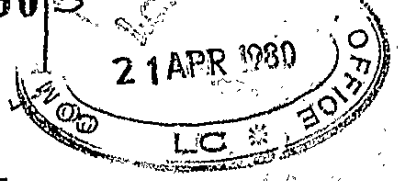
UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

1496990

BRIGHAM YOUNG UNIVERSITY TRUST



1. The name of the Company is "BRIGHAM YOUNG UNIVERSITY TRUST".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To promote and further the educational and other charitable work of Brigham Young University in the United Kingdom or elsewhere. In furtherance of the foregoing objects but not further or otherwise the Company shall have the following powers.
 - (B) To acquire by purchase, gift, donation, lease, exchange, hire or otherwise and to hold for any estate or interest and to manage apply dispose of or otherwise deal with any lands, buildings, easements, rights, privileges, concessions and any other real or personal property of any kind necessary for the purpose of or in connection with the Company's objects or any branch or department thereof.
 - (C) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's objects, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
 - (D) To receive money on deposit or loan upon such terms as the Company may approve.
 - (E) To grant pensions and retirement benefits to or for employees or former employees of the company

and to the widows, children and other dependants or deceased employees who are in necessitous circumstances and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the company, their widows, children and other dependants.

- (F) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (G) To invest and deal with the moneys of the Company not immediately required for the purposes of its objects in or upon such investments or securities and in such manner as may from time to time be determined.
- (H) To pay for any property or rights acquired by the Company, either in cash or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (I) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (J) To sell, improve, manage, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (K) To do all such other things as shall further the above objects or any of them.

Provided Always :-

(i) The income and property of the company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to

members of the company and no director of the company shall be appointed to any office of the company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the company. Provided that nothing herein shall prevent any payment in good faith by the company

MA
K

a. of reasonable and proper remuneration ^{to} any member, officer or servant of the company (not being a director of the company) for any services rendered to the company

MA
K

b. of interest on money lent by any member of the company or of its directors at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England, or 3% whichever is the greater

c. of reasonable and proper rent for premises demised or let by any member of the company or of its directors

d. of fees, remuneration or other benefit in money or money's worth to a company of which a director of the company may be a member holding not more than 1/100 part of the capital of that company

e. to any director of the company of out-of-pocket expenses

(ii) If upon the winding up or dissolution of the company there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some charitable institution or institutions connected with the Church of Jesus Christ of Latter-Day Saints, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of Proviso (1) of this clause, such institution or institutions to be determined by the members of the company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

(iii) Notwithstanding anything which might otherwise be implied from any part of this Memorandum of Association, the Company shall not have power to participate directly or indirectly in any activity which is not charitable under the law of England for the time being in force or to issue any shares giving the holders thereof or any other person any right to participate in the income or property of the Company whether on a winding up of the Company or at any other time but the whole of the income and property of the Company shall at all times be applied

solely for the purposes which are charitable under the said law.

4. The share capital of the Company is £100, divided into 100 shares of £1 each. ✓

WE, the serveral persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
--	---

MARK REID SHARMAN
SALISBURY HOUSE
LONDON WALL
LONDON EC2M 5QY
Solicitor

ONE

REGINALD PRYNTER
SALISBURY HOUSE
LONDON WALL
LONDON EC2M 5QY
Solicitor

ONE

Dated this 18 day of April 1980

Witness to the above Signatures :-

H.C. HALL
38 HARBLEDOWN HOUSE
MUNICIPAL STREET
LONDON SE1 1LN
Clerk with Devonshire Co

The Companies Acts 1948 to 1976

UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

BRIGHAM YOUNG UNIVERSITY TRUST

1496990/4

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

MAS
R 2. Regulations 2 to 5 (inclusive), 24, 40 to 46 (inclusive), 53, 62, 71, 75, 76, 77, 79, 88, 96, 97, 114 to 122 (inclusive), 128, 129, 135 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulation 6 of Table A, Part II shall not apply to the Company, but the regulations hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3, 4 and 5 of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The regulations of Table A, Part I, applicable to the Company shall be modified as follows :-

From regulation 22 there shall be excluded the words :-

"except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act".

From Regulation 49 there shall be excluded the words :-

"If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors".

From regulation 98 there shall be excluded the words :-

"It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom".

From regulation 131 there shall be excluded the words :-

"or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him".

From regulation 133 there shall be excluded the words :-

"within the United Kingdom".

From regulation 134 (A) there shall be excluded the words :-

"except those members who (having no registered address with the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them".

To regulation 123 there shall be added after the words "(C) assets and liabilities of the Company" the words :-

"(D) all properties, investments and moneys held upon trust by the Company for any corporation, body of persons or person".

In regulation 130 the words "sections 159 to 161 of the Act and section 14 of the Companies Act 1967" shall be substituted for the words "sections 159 to 162 of the Act".

3A. The regulations of Table A, Part II, applicable to the Company shall be modified by excluding from regulation 2 paragraph (d) thereof.

SHARES

4. The share capital of the Company is £100 divided into 100 shares of £1 each.

4A. The Company may by Special Resolution :-

- (a) Increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (b) Consolidate its shares into shares of a larger amount than its existing shares;
- (c) Sub-divide its shares into shares of a smaller amount than its existing shares;

(d) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;

(e) Reduce its share capital in any way.

4B. Any member may with the consent of the Directors surrender any of his shares in the Company either for a cash payment or in consideration of the issue of any securities of or shares in the Company or for any other consideration approved by the Directors, and on such terms as may be agreed by him and them, or by way of voluntary gift, and the Directors may accept any such surrender and carry into effect the terms on which it is made. Any shares so surrendered may be cancelled or (if the Directors think fit) re-issued.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSMISSION OF SHARES

6. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

7. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

7A. On a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

8. Subject as hereinafter provided, the Directors shall not be less than two nor more than nine in number. The first Directors will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976 and their number shall be within the limit above mentioned. The Company may by Ordinary Resolution from time to time vary the minimum or maximum number of Directors. Regulation 75 of Table A shall not apply.

9. There shall be no shareholding qualification for Directors..

10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company

to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated :-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS

15. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

ACCOUNTS

16. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

INDEMNITY

17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

18. The number of members with which the Company proposes to be registered is two but the Directors may from time to time register an increase of members.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARK REID SHARMAN
SALISBURY HOUSE
LONDON WALL
LONDON EC2M 5QY
SOLICITOR

REGINALD PAYNTER
SALISBURY HOUSE
LONDON WALL
LONDON EC2M 5QY
SOLICITOR

Dated this

18

day of April

1980

Witness to the above Signatures:-

H. C. HALL
38 HARPLEDOWN HOUSE
MUNICIPAL STREET
LONDON SE14LN
Clerk with DEVONSHIRE



**Statement of first directors and
secretary and intended situation
of registered office**

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

*delete if
inappropriate

Company number

1496990/5

Name of Company

BRIGHAM YOUNG UNIVERSITY TRUST

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

27 PALACE COURT,

LONDON W2

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

Devonshire & Co., Salisbury House, London Wall,
London EC2M 5QY.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's
reference (if any):

MRS/BYU

For official use

General section

Post room

to be the first director or directors of the company are as follows:

Name (note 2)	JOHN DODD	Business occupation	SOLICITOR
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	57 ABBOTS LANE KENLEY SURREY	Date of birth (where applicable) (note 6)	-
Particulars of other directorships (note 5) None			
I hereby consent to act as director of the company named on page 1			
Signature		Date 18th April 1980	

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not write in this binding margin



Important
The particulars to be given in those referred to in section 21 of the Companies Act 1976 and section 200 of the Companies Act 1948. Please read the notes on the back of this part of the form.

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margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

tant
particulars
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ferred to
on 21 (2) (b)
Companies
76 and
200 (3) of
panies Act
Please read
es on page 4
completing
t of the form

Name (notes 2 & 7) PAUL BERNARD YOUNG DOBSON	
Former name(s) (note 3) None	
Address (notes 4 & 7) GULL COTTAGE, 9 LONDON ROAD, HENFIELD, WEST SUSSEX.	
I hereby consent to act as secretary of the company named on page 1	
Signature <i>Paul B. Young Dobson</i>	Date 18th April 1980

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

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n 21 (3) of
panies
76

Signed by or on behalf of the subscribers of the memorandum*

e as
ropriate

Signature *L. A. A. A. A.* [Subscriber] [Agent]† Date 18th April 1980

Signature *R. P. A. A. A.* [Subscriber] [Agent]† Date 18th April 1980



CERTIFICATE OF INCORPORATION

No. 1496990

I hereby certify that

BRIGHAM YOUNG UNIVERSITY TRUST

is this day incorporated under the Companies Acts 1948 to 1976, and that the Company is unlimited.

Given under my hand at Cardiff the 16TH MAY 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies